

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

PARKER PELHAM, Individually and on Behalf of)
All Other Similarly Situated,)

Plaintiff,

C.A. No. 23-162-CFC-SRF

V.

VBIT TECHNOLOGIES CORP., VBIT MINING)
 LLC, ADVANCED MINING GROUP, DANH)
 CONG VO a/k/a DON VO, PHUONG D VO a/k/a)
 KATIE VO, SEAN TU, JIN GAO, LILLIAN)
 ZHAO, and JOHN DOE INDIVIDUALS 1-10, and)
 DOE COMPANIES 1-10,)

JURY TRIAL DEMANDED

Defendants.

**DEFENDANT PHUONG D. VO A/K/A KATIE VO'S
ANSWER TO PLAINTIFFS' AMENDED COMPLAINT**

Defendant Phuong D. Vo a/k/a Katie Vo (hereinafter “Defendant” or “Ms. Vo”), by and through her counsel of record, hereby answers Plaintiffs Alisha McKellar, Jin Hyuk Ho, Terence Brown, David Veney, Jake Washburn, and others similarly situated (collectively referred to as “Plaintiffs”) Amended Complaint (hereinafter “Complaint”), as follows:

Defendant denies each and every paragraph and each and every allegation set forth in Plaintiffs' Complaint on file herein, save and except those matters that are expressly addressed hereinafter, and further denies any allegations in the headings, subheadings, and footnotes of the Complaint.

NATURE OF THE ACTION

1. To the extent the allegations contained in Paragraph 1 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant.

Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 1 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

2. Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 2 and, accordingly, denies.

3. Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 3 and, accordingly, denies.

4. To the extent the allegations contained in Paragraph 4 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that the value of Bitcoin fluctuates over time. Defendant, however, lacks knowledge or information sufficient to form a belief about the truth of the cause(s) of the fluctuation of the Bitcoin value as well as the accurate value in November of 2021 and, accordingly, denies as to such parts.

5. Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 5 and, accordingly, denies.

6. To the extent the allegations contained in Paragraph 6 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 6 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

7. To the extent the allegations contained in Paragraph 7 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required,

Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 7 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

8. To the extent the allegations contained in Paragraph 8 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 8 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

9. To the extent the allegations contained in Paragraph 9 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 9 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

10. To the extent the allegations contained in Paragraph 10 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 10 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

11. To the extent the allegations contained in Paragraph 11 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 11 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

12. To the extent the allegations contained in Paragraph 12 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 12 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

13. To the extent the allegations contained in Paragraph 13 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 13 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

14. To the extent the allegations contained in Paragraph 14 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the

allegations contained in Paragraph 14 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

15. To the extent the allegations contained in Paragraph 15 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 15 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

16. To the extent the allegations contained in Paragraph 16 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 16 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

JURISDICTION AND VENUE

17. To the extent the allegations contained in Paragraph 17 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that the Complaint purports to bring an action under §§5, 12(a)(1), 15 of the Securities Act and §§10(b) and 20(a) of the Exchange Act, but denies that any such claim is meritorious with respect to Defendant or that Plaintiffs are entitled to monetary damages or relief from Defendant.

18. To the extent the allegations contained in Paragraph 18 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required,

Defendant concedes to the Court's ruling to Defendant's Motions to Dismiss regarding subject matter jurisdiction.

19. To the extent the allegations contained in Paragraph 19 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant concedes to the Court's ruling to Defendant's Motions to Dismiss regarding subject matter jurisdiction.

20. To the extent the allegations contained in Paragraph 20 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 20 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

THE PARTIES

21. To the extent the allegations contained in Paragraph 21 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 21 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

22. To the extent the allegations contained in Paragraph 22 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the

allegations contained in Paragraph 22 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

23. To the extent the allegations contained in Paragraph 23 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 23 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

24. To the extent the allegations contained in Paragraph 24 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 24 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

25. To the extent the allegations contained in Paragraph 25 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 25 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

26. To the limited extent known to Defendant and based on information and belief, Defendant admits that VBit Tech had an office located at 1625 Washington Avenue, Philadelphia,

Pennsylvania 19146. Except as expressly admitted herein, Defendant denies other parts of Paragraph 26.

27. To the extent the allegations contained in Paragraph 27 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 27 and, accordingly, denies.

28. To the extent the allegations contained in Paragraph 28 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 28 and, accordingly, denies.

29. To the extent the allegations contained in Paragraph 29 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 29 and, accordingly, denies.

30. To the extent the allegations contained in Paragraph 30 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required and based on Defendant's limited knowledge as well as on information and belief, Defendant believes that Danh Vo was and has always been the owner of VBit Tech. Defendant, however, lacks knowledge or information sufficient to form a belief about the truth of the other parts of Paragraph 38 and, accordingly, denies.

31. To the extent the allegations contained in Paragraph 31 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that Defendant was an administrative employee of VBit Tech and provided

assistance to VBit Tech in her limited capacity as an administrative employee. Defendant also admits that Defendant was once married to Danh Vo, but the couple have been divorced for some time. Defendant, however, denies that Defendant exercised any form of control over the Company Defendants as well as have any influence or authority as to the sale and solicitation of Mining Contract investments to the public. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

32. To the extent the allegations contained in Paragraph 32 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required and based on Defendant's limited knowledge as well as on information and belief, Defendant believes that Sean Tu was the Chief Technology Officer of VBit Tech. Except as otherwise expressly admitted, Defendant denies in all other respects.

33. To the extent the allegations contained in Paragraph 33 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 33 and, accordingly, denies the same.

34. To the extent the allegations contained in Paragraph 34 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 34 and, accordingly, denies the same.

35. To the extent the allegations contained in Paragraph 35 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 35 and, accordingly, denies the same.

36. To the extent the allegations contained in Paragraph 36 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 36 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

37. To the extent the allegations contained in Paragraph 37 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 37 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

38. To the extent the allegations contained in Paragraph 38 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 38 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

SUBSTANTIVE ALLEGATIONS

39. To the extent the allegations contained in Paragraph 39 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 39 and, accordingly, denies the same.

40. To the extent the allegations contained in Paragraph 39 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 40 and, accordingly, denies the same.

41. To the extent the allegations contained in Paragraph 41 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 41 and, accordingly, denies the same.

42. To the extent the allegations contained in Paragraph 42 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 42 and, accordingly, denies the same.

43. To the extent the allegations contained in Paragraph 43 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 43 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

44. To the extent the allegations contained in Paragraph 44 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 44 and, accordingly, denies the same.

45. To the extent the allegations contained in Paragraph 45 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required and based on Defendant's limited knowledge as well as on information and belief, Defendant admits that hardware and hosting services were provided to VBit Tech customers. Except as otherwise expressly admitted, Defendant denies in all other respects.

46. To the extent the allegations contained in Paragraph 46 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 46 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

47. To the extent the allegations contained in Paragraph 47 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 47 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

48. To the extent the allegations contained in Paragraph 48 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 48 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

49. To the extent the allegations contained in Paragraph 49 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required and based on Defendant's limited knowledge as well as on information and belief, Defendant admits that mining packages were sold by VBit Tech. Except as otherwise expressly admitted, Defendant denies in all other respects.

50. To the extent the allegations contained in Paragraph 50 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 50 and, accordingly, denies the same.

51. To the extent the allegations contained in Paragraph 51 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 51 and, accordingly, denies the same.

52. To the extent the allegations contained in Paragraph 48 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 52 and, accordingly, denies the same.

53. To the extent the allegations contained in Paragraph 48 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 53 and, accordingly, denies the same.

54. To the extent the allegations contained in Paragraph 54 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required,

Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also denies the context in which the quotes in Paragraph 54 have been used and argues that they have been taken completely out of context. Defendant further lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 54 to the extent they refer to the legitimacy of the mining packages sold by VBit Tech and, accordingly, denies the same.

55. To the extent the allegations contained in Paragraph 55 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that she worked as an Operations Director performing administrative duties for VBit Tech. Defendant, however, denies that Defendant was somehow the main interface between VBit and customers. Defendant also denies to the extent that Paragraph 55 attempts to implicate Defendant in relation to allegations of unlawful conduct. Defendant further lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 55 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

56. To the extent the allegations contained in Paragraph 56 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 56 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

57. To the extent the allegations contained in Paragraph 57 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that VBit Tech customers did receive contracts for them to sign. Defendant, however, denies that Defendant had any involvement in the drafting and/or any of the contents of any contracts with any entity including, but not limited to, VBit Tech and Advanced Mining. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 57 to the extent they are allegedly uniform and/or apply consistently to Plaintiffs and, accordingly, denies the same. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

58. To the extent the allegations contained in Paragraph 58 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 58 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

59. To the extent the allegations contained in Paragraph 59 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that mining packages were sold to VBit Tech customers, but denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 59 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

60. To the extent the allegations contained in Paragraph 60 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that VBit Tech customers did receive contracts for them to sign. Defendant, however, denies that Defendant had any involvement in the drafting and/or any of the contents of any contracts with any entity including, but not limited to, VBit Tech and Advanced Mining. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 60 to the extent they are allegedly uniform and/or apply consistently to Plaintiffs and, accordingly, denies the same. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

61. To the extent the allegations contained in Paragraph 61 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that VBit Tech customers did receive contracts for them to sign. Defendant, however, denies that Defendant had any involvement in the drafting and/or any of the contents of any contracts with any entity including, but not limited to, VBit Tech and Advanced Mining. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 61 to the extent they are allegedly uniform and/or apply consistently to Plaintiffs and, accordingly, denies the same. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

62. To the extent the allegations contained in Paragraph 62 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 62 and, accordingly, denies the same.

63. To the extent the allegations contained in Paragraph 63 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 63 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

64. To the extent the allegations contained in Paragraph 64 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that VBit Tech customers did receive contracts for them to sign. Defendant, however, denies that Defendant had any involvement in the drafting and/or any of the contents of any contracts with any entity including, but not limited to, VBit Tech and Advanced Mining. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 64 to the extent they are allegedly uniform and/or apply consistently to Plaintiffs and, accordingly, denies the same. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

65. To the extent the allegations contained in Paragraph 65 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 65 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

66. To the extent the allegations contained in Paragraph 66 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required,

Defendant admits that VBit Tech customers did receive contracts for them to sign. Defendant, however, denies that Defendant had any involvement in the drafting and/or any of the contents of any contracts with any entity including, but not limited to, VBit Tech and Advanced Mining. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 66 to the extent they are allegedly uniform and/or apply consistently to Plaintiffs and, accordingly, denies the same. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

67. To the extent the allegations contained in Paragraph 67 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that VBit Tech customers did receive contracts for them to sign. Defendant, however, denies that Defendant had any involvement in the drafting and/or any of the contents of any contracts with any entity including, but not limited to, VBit Tech and Advanced Mining. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 67 to the extent they are allegedly uniform and/or apply consistently to Plaintiffs and, accordingly, denies the same. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

68. To the extent the allegations contained in Paragraph 68 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 68 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

69. To the extent the allegations contained in Paragraph 69 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 69 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

70. To the extent the allegations contained in Paragraph 70 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 70 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

71. To the extent the allegations contained in Paragraph 71 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 71 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

72. To the extent the allegations contained in Paragraph 72 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the

allegations contained in Paragraph 72 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

73. To the extent the allegations contained in Paragraph 73 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 73 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

74. To the extent the allegations contained in Paragraph 74 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 74 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

75. To the extent the allegations contained in Paragraph 75 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required and based on Defendant's limited knowledge as well as on information and belief, Defendant admits that there was a sale involving VBit Tech. Defendant, however, lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 75 to the extent they refer to the details of the alleged sale of VBit Tech and, accordingly, denies. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

76. To the extent the allegations contained in Paragraph 76 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required and based

on Defendant's limited knowledge as well as on information and belief, Defendant admits that there was a sale involving VBit Tech. Defendant, however, lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 76 to the extent they refer to the details of the alleged sale of VBit Tech and, accordingly, denies. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

77. To the extent the allegations contained in Paragraph 77 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required and based on Defendant's limited knowledge as well as on information and belief, Defendant admits that there was a sale involving VBit Tech. Defendant, however, lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 77 to the extent they refer to the details of the alleged sale of VBit Tech and, accordingly, denies. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

78. To the extent the allegations contained in Paragraph 78 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required and based on Defendant's limited knowledge as well as on information and belief, Defendant admits that there was a sale involving VBit Tech. Defendant, however, lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 78 to the extent they refer to the details of the alleged sale of VBit Tech and, accordingly, denies. Except as otherwise expressly admitted herein, Defendant denies in all other respects.

79. To the extent the allegations contained in Paragraph 79 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 79 and, accordingly, denies.

80. To the extent the allegations contained in Paragraph 80 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 80 and, accordingly, denies.

81. To the extent the allegations contained in Paragraph 81 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph and, accordingly, denies.

82. To the extent the allegations contained in Paragraph 82 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 82 and, accordingly, denies.

83. To the extent the allegations contained in Paragraph 83 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 83 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

84. To the extent the allegations contained in Paragraph 84 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 84 and, accordingly, denies.

85. To the extent the allegations contained in Paragraph 85 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 85 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

86. To the extent the allegations contained in Paragraph 86 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 86 and, accordingly, denies.

87. To the extent the allegations contained in Paragraph 87 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 87 and, accordingly, denies.

88. To the extent the allegations contained in Paragraph 88 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 88 and, accordingly, denies.

89. To the extent the allegations contained in Paragraph 89 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 89 and, accordingly, denies.

90. To the extent the allegations contained in Paragraph 90 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 90 and, accordingly, denies.

91. To the extent the allegations contained in Paragraph 91 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 91 and, accordingly, denies.

92. To the extent the allegations contained in Paragraph 92 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 92 and, accordingly, denies.

93. To the extent the allegations contained in Paragraph 93 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 93 and, accordingly, denies.

94. To the extent the allegations contained in Paragraph 94 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 94 and, accordingly, denies.

95. To the extent the allegations contained in Paragraph 86 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required,

Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 86 and, accordingly, denies.

96. To the extent the allegations contained in Paragraph 96 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 96 and, accordingly, denies.

97. To the extent the allegations contained in Paragraph 97 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 97 and, accordingly, denies.

98. To the extent the allegations contained in Paragraph 98 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 98 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

99. To the extent the allegations contained in Paragraph 99 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 99 and, accordingly, denies.

100. To the extent the allegations contained in Paragraph 100 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant.

Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 100 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

101. To the extent the allegations contained in Paragraph 101 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 101 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

102. To the extent the allegations contained in Paragraph 102 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 102 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

103. To the extent the allegations contained in Paragraph 103 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 103 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies.

104. To the extent the allegations contained in Paragraph 104 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required,

Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 104 and, accordingly, denies.

105. To the extent the allegations contained in Paragraph 105 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 105 and, accordingly, denies.

106. To the extent the allegations contained in Paragraph 106 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 106 and, accordingly, denies.

107. To the extent the allegations contained in Paragraph 107 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 107 and, accordingly, denies.

108. To the extent the allegations contained in Paragraph 108 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 108 and, accordingly, denies.

109. To the extent the allegations contained in Paragraph 109 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 109 and, accordingly, denies.

110. To the extent the allegations contained in Paragraph 110 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 110 and, accordingly, denies.

111. To the extent the allegations contained in Paragraph 111 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 111 and, accordingly, denies.

112. To the extent the allegations contained in Paragraph 112 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 112 and, accordingly, denies.

113. To the extent the allegations contained in Paragraph 113 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 113 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

114. To the extent the allegations contained in Paragraph 114 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the

allegations contained in Paragraph 114 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

115. To the extent the allegations contained in Paragraph 115 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 115 and, accordingly, denies.

116. To the extent the allegations contained in Paragraph 116 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 116 and, accordingly, denies.

117. To the extent the allegations contained in Paragraph 117 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 117 and, accordingly, denies.

118. To the extent the allegations contained in Paragraph 118 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 118 and, accordingly, denies.

119. To the extent the allegations contained in Paragraph 119 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the

allegations contained in Paragraph 119 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

120. To the extent the allegations contained in Paragraph 120 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 120 and, accordingly, denies.

121. To the extent the allegations contained in Paragraph 121 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 121 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

122. To the extent the allegations contained in Paragraph 122 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 122 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

123. To the extent the allegations contained in Paragraph 123 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the

allegations contained in Paragraph 123 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

124. To the extent the allegations contained in Paragraph 124 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 124 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

125. To the extent the allegations contained in Paragraph 125 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 125 and, accordingly, denies.

126. To the extent the allegations contained in Paragraph 126 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 126 and, accordingly, denies.

127. To the extent the allegations contained in Paragraph 127 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 127 and, accordingly, denies.

128. To the extent the allegations contained in Paragraph 128 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant.

Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 128 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

129. To the extent the allegations contained in Paragraph 129 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 129 and, accordingly, denies.

130. To the extent the allegations contained in Paragraph 130 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 130 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

CLASS ACTION ALLEGATIONS

131. To the extent the allegations contained in Paragraph 131 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that the Complaint purports to bring an action under Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure, but denies that any such claim is meritorious with respect to Defendant or that a class can be certified.

132. To the extent the allegations contained in Paragraph 132 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that the Complaint purports to bring an action under Rule 23(a) and (b)(3) of the

Federal Rules of Civil Procedure, but denies that any such claim is meritorious with respect to Defendant or that a class can be certified.

133. To the extent the allegations contained in Paragraph 133 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that the Complaint purports to bring an action under Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure, but denies that any such claim is meritorious with respect to Defendant or that a class can be certified.

134. To the extent the allegations contained in Paragraph 134 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that the Complaint purports to bring an action under Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure, but denies that any such claim is meritorious with respect to Defendant or that a class can be certified.

135. To the extent the allegations contained in Paragraph 135 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that the Complaint purports to bring an action under Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure, but denies that any such claim is meritorious with respect to Defendant or that a class can be certified.

136. To the extent the allegations contained in Paragraph 136 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that the Complaint purports to bring an action under Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure, but denies that any such claim is meritorious with respect to Defendant or that a class can be certified.

137. To the extent the allegations contained in Paragraph 137 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that the Complaint purports to bring an action under Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure, but denies that any such claim is meritorious with respect to Defendant or that a class can be certified.

138. To the extent the allegations contained in Paragraph 138 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that the Complaint purports to bring an action under Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure, but denies that any such claim is meritorious with respect to Defendant or that a class can be certified.

139. To the extent the allegations contained in Paragraph 139 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that the Complaint purports to bring an action under Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure, but denies that any such claim is meritorious with respect to Defendant or that a class can be certified.

CAUSES OF ACTION

COUNT 1 – Unregistered Offer and Sale of Securities in Violation of §§5 and 12(a)(1) of

the Securities Act

(Against All Defendants)

140. In response to Paragraph 140, Defendant repeats, reasserts and incorporates by reference each and every response to Paragraphs 1 through 139, *supra*, as if set forth in full herein.

141. To the extent the allegations contained in Paragraph 141 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required,

Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 141 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

142. To the extent the allegations contained in Paragraph 142 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that VBit Tech customers did receive contracts for them to sign. Defendant, however, denies that Defendant had any involvement in the drafting and/or any of the contents of any contracts with any entity including, but not limited to, VBit Tech and Advanced Mining. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the other allegations contained in Paragraph 142 and, accordingly, denies the same. Except expressly admitted herein, Defendant denies in all other respects.

143. To the extent the allegations contained in Paragraph 143 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant admits that VBit Tech customers did receive contracts for them to sign. Defendant, however, denies that Defendant had any involvement in the drafting and/or any of the contents of any contracts with any entity including, but not limited to, VBit Tech and Advanced Mining. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the other allegations contained in Paragraph 143 and, accordingly, denies the same. Except expressly admitted herein, Defendant denies in all other respects.

144. To the extent the allegations contained in Paragraph 144 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required,

Defendant lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 144 and, accordingly, denies.

145. To the extent the allegations contained in Paragraph 145 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 145 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

146. To the extent the allegations contained in Paragraph 146 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 146 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

COUNT II – Violation of §15 of the Securities Act

(Against All Defendants)

147. In response to Paragraph 147, Defendant repeats, reasserts and incorporates by reference each and every response to Paragraphs 1 through 146, *supra*, as if set forth in full herein.

148. To the extent the allegations contained in Paragraph 148 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the

allegations contained in Paragraph 148 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

149. To the extent the allegations contained in Paragraph 149 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 149 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

150. To the extent the allegations contained in Paragraph 150 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 150 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

151. To the extent the allegations contained in Paragraph 151 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 151 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

152. To the extent the allegations contained in Paragraph 152 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant.

Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 152 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

153. To the extent the allegations contained in Paragraph 153 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 153 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

154. To the extent the allegations contained in Paragraph 154 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 154 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

COUNT III – Violation of §10(b) of the Exchange Act and Rule 10b-5

(Against All Defendants)

155. In response to Paragraph 155, Defendant repeats, reasserts and incorporates by reference each and every response to Paragraphs 1 through 154, *supra*, as if set forth in full herein.

156. To the extent the allegations contained in Paragraph 156 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the

allegations contained in Paragraph 156 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

157. To the extent the allegations contained in Paragraph 157 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 157 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

158. To the extent the allegations contained in Paragraph 158 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 158 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

159. To the extent the allegations contained in Paragraph 159 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 159 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

160. To the extent the allegations contained in Paragraph 160 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant.

Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 160 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

161. To the extent the allegations contained in Paragraph 161 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 161 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

162. To the extent the allegations contained in Paragraph 162 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 162 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

163. To the extent the allegations contained in Paragraph 163 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 163 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

164. To the extent the allegations contained in Paragraph 164 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required,

Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 164 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

COUNT IV – Violation of Section 20(a) of the Exchange Act

(Against the Individual Defendants)

165. In response to Paragraph 165, Defendant repeats, reasserts and incorporates by reference each and every response to Paragraphs 1 through 164, *supra*, as if set forth in full herein.

166. To the extent the allegations contained in Paragraph 166 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 166 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

167. To the extent the allegations contained in Paragraph 167 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 167 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

168. To the extent the allegations contained in Paragraph 168 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant.

Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 168 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

169. To the extent the allegations contained in Paragraph 169 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 169 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

COUNT V – Unjust Enrichment/Restitution (Common Law, in the Alternative)
(Against All Defendants)

170. In response to Paragraph 170, Defendant repeats, reasserts and incorporates by reference each and every response to Paragraphs 1 through 169, *supra*, as if set forth in full herein.

171. To the extent the allegations contained in Paragraph 171 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 171 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

172. To the extent the allegations contained in Paragraph 172 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the

allegations contained in Paragraph 172 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

173. To the extent the allegations contained in Paragraph 173 purport to state a legal conclusion, no response thereto is required. To the extent a response is deemed required, Defendant denies the allegations to the extent they are directed at or implicate Defendant. Defendant also lacks knowledge or information sufficient to form a belief about the truth of the allegations contained in Paragraph 173 to the extent they are directed at or implicate defendants other than Defendant and, accordingly, denies the same.

PRAYER FOR RELIEF

The Prayer for Relief clause contains Plaintiffs' request for relief to which no responsive pleadings are required. To the extent a responsive pleading is deemed required, Defendant denies each and every allegation and/or prayer contained in the Prayer for Relief clause to the extent they are directed at or implicate Defendant, and denies that Plaintiffs are entitled to any relief requested therein.

AFFIRMATIVE DEFENSES

Pursuant to Rule 8(c) of the Federal Rules of Civil Procedure, Defendant sets forth below each of its separate and distinct affirmative defenses to the allegations and claims for relief set forth in the Complaint. Defendant sets forth the following matters to apprise Plaintiffs of certain potentially applicable defenses. By listing any matter as an affirmative defense, Defendant does not assume the burden of proving any matter upon which Plaintiffs bears the burden of proof under the applicable law. Defendant pleads and asserts as follows:

FIRST AFFIRMATIVE DEFENSE

(Failure to State a Claim for Relief)

1. The Complaint, in whole or in part, fails to state a claim upon which relief can be granted against Defendant.

SECOND AFFIRMATIVE DEFENSE

(Civil Penalties Unconstitutional)

2. The penalties sought in Plaintiffs' Complaint violate the due process, equal protection, and/or excessive fines clauses of the United States Constitution.

THIRD AFFIRMATIVE DEFENSE

(Lack of Personal Jurisdiction)

3. Plaintiffs' claims for relief are barred for lack of personal jurisdiction to the extent that Defendant does not have sufficient "minimum contacts" with Delaware and the Securities and Exchange Act does not extend to State law claims.

FOURTH AFFIRMATIVE DEFENSE

(Failure to Comply with Rule 8(a) of Federal Rules of Civil Procedure)

4. Plaintiffs' claims for relief are barred by relying on improper group pleading of Defendants and failing to specify how Defendant is specifically liable to each alleged claim.

FIFTH AFFIRMATIVE DEFENSE

(Estoppel, Waiver, Laches)

5. Plaintiffs' claims for relief are barred by the doctrines of estoppel, waiver, acquiescence, and laches.

SIXTH AFFIRMATIVE DEFENSE

(Unclean Hands)

6. Plaintiffs' claims for relief are barred by the doctrine of unclean hands given each Plaintiff's participation in the marketing of the products sold by "Entity Defendants" and earning of not just commission, but also profit from Bitcoin mining and related trades.

SEVENTH AFFIRMATIVE DEFENSE

(Setoff, Offset, Recoupment)

7. Defendant is entitled to setoff, offset, and/or recoupment for amounts paid, if any, to Plaintiffs and/or any member of the putative class.

EIGHTH AFFIRMATIVE DEFENSE

(Justified Conduct)

8. Plaintiffs' claims for relief are barred to the extent any and all of Defendant's conduct alleged in the Complaint was justified and/or privileged under the circumstances.

NINTH AFFIRMATIVE DEFENSE

(Failure to Join Indispensable Party)

9. Plaintiffs' claims for relief are barred for failure to join an indispensable party under Rule 19.

TENTH AFFIRMATIVE DEFENSE

(No Actual Damages)

10. Plaintiffs have not suffered any actual damages or injury as a result of the alleged conduct of Defendant.

ELEVENTH AFFIRMATIVE DEFENSE

(Failure to Mitigate)

11. Plaintiffs have failed to take reasonable or adequate steps to mitigate, alter, reduce or otherwise diminish its alleged damages.

TWELFTH AFFIRMATIVE DEFENSE

(Good Faith)

12. At all times, Defendant acted in complete good faith and with innocent intent, without knowledge that the business and financial operation of Danh Vo, VBit Tech, and/or related entities engaged in any unlawful conduct alleged in the Complaint.

THIRTEENTH AFFIRMATIVE DEFENSE

(Lack of Knowledge)

13. Defendant's involvement with VBit Tech and any related entities was purely based on innocent employer-employee relationship, and was not willful or with a reckless disregard of Plaintiffs' rights, and/or was done without Defendant's knowledge, awareness or authority that Danh Vo, VBit Tech, and/or related entities engaged in any unlawful conduct alleged in the Complaint.

FOURTEENTH AFFIRMATIVE DEFENSE

(Damages Not Recoverable)

14. Plaintiffs' claims for punitive and/or special damages are barred because such damages are not recoverable for some or all of Plaintiffs' claims against Defendant.

FIFTEENTH AFFIRMATIVE DEFENSE

(Contribution)

15. Plaintiffs' recovery against Defendant, if any, must be reduced by the proportion of damages attributable to Plaintiffs' own acts, omissions, errors, course of conduct and failure to exercise reasonable care and diligence on their own behalf.

SIXTEENTH AFFIRMATIVE DEFENSE

(Superior Knowledge of Material Facts)

16. Plaintiffs' claims for relief are barred because Defendant did not have superior knowledge of material facts that were not also readily available to Plaintiffs.

SEVENTEENTH AFFIRMATIVE DEFENSE

(Collateral Estoppel and/or Res Judicata)

17. Plaintiffs' claims for relief are barred in whole or in part by claim preclusion, issue preclusion, res judicata, collateral estoppel, and/or the law of the case doctrine to the extent those claims were decided in whole or in part by the courts of the instant district and elsewhere.

EIGHTEENTH AFFIRMATIVE DEFENSE

(Unjust Enrichment)

18. Plaintiffs' claims for relief are barred in their entirety due to the fact that the award of judgment sought by Plaintiffs would unjustly enrich Plaintiffs.

NINETEENTH AFFIRMATIVE DEFENSE

(Speculative Damages)

19. Plaintiffs' claims for relief are barred in their entirety due to the fact that Plaintiffs'

alleged damages against Defendant are speculative in nature and therefore, not recoverable by law.

TWENTIETH AFFIRMATIVE DEFENSE

(Non-Certifiable Class)

20. The Complaint, and each purported cause of action alleged therein, does not state facts sufficient to certify a class. Therefore, this action is not properly brought as a class action.

TWENTY-FIRST AFFIRMATIVE DEFENSE

(Inadequacy of Class Representative)

21. Plaintiffs are not proper representatives of the class they purport to represent and, accordingly, this action is not properly brought as a class action.

TWENTY-SECOND AFFIRMATIVE DEFENSE

(Putative Members Not Similarly Situated)

22. Plaintiffs cannot maintain a representative or class action because the putative plaintiffs are not similarly situated.

TWENTY-THIRD AFFIRMATIVE DEFENSE

(Fault of Plaintiffs/Third Parties)

23. Any injury or damage allegedly suffered by Plaintiffs was caused or contributed to by the negligence, fault, bad faith, breach of contract, or other wrongful or tortious conduct of Plaintiffs and/or persons or entities other than Defendant, and such conduct offsets, eliminates or comparatively reduces the liability, if any, of Defendant.

TWENTY-FOURTH AFFIRMATIVE DEFENSE

(Acquiescence – Consent)

24. Plaintiffs' claims are barred because Plaintiffs, and each member of the putative class, acquiesced or consented to the conduct about which they now complain.

TWENTY-FIFTH AFFIRMATIVE DEFENSE

(Additional Affirmative Defense(s))

25. Defendant reserves the right to assert additional affirmative defenses as Plaintiffs' claims are clarified during the course of this litigation and through discovery.

WHEREFORE, having responded and answered fully, Defendant respectfully requests that the Court enter judgment against Plaintiffs and in favor of Defendant, as follows:

- a. Plaintiffs' Complaint is dismissed with prejudice in its entirety;
- b. Plaintiffs' claims against Defendant are barred in their entirety;
- c. Plaintiffs are barred from any recovery and relief from Defendant;
- d. Plaintiffs take nothing from Defendant by reason of the Complaint;
- e. Defendant is awarded her costs and expenses, including reasonable attorneys' fees and costs, which Defendant incurred defending this action as provided by law; and

Such other and further relief as the Court may deem just and proper.

DEMAND FOR JURY TRIAL

Defendant Phuong D. Vo a/k/a Katie Vo hereby requests a trial by jury on all issues so triable.

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Dated: November 22, 2024

CERTIFICATE OF SERVICE

I hereby certify that on November 22, 2024, I caused true and correct copies of the foregoing document to be served on the following counsel in the manner indicated:

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